

## ASSIGNMENT AND CONVEYANCE

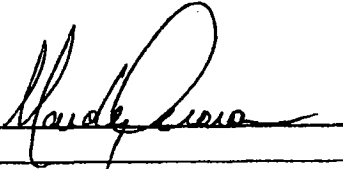
On this 29th day of November, 2006, WMC Mortgage Corp. ("Company") as the Company under that certain Amended and Restated Master Seller's Purchase and Warranties Agreement, dated as of December 1, 2005 as amended (the "Agreement") does hereby sell, transfer, assign, set over and convey to UBS Real Estate Securities Inc. (the "Purchaser") as Purchaser under the Agreement, without recourse, but subject to the terms of the Agreement, all rights, title and interest of the Company in and to the Mortgage Loans listed on the Mortgage Loan Schedule attached hereto, including, without limitation, all Servicing Rights with respect thereto, together with the related Mortgage Files and servicing files and all rights and obligations arising under the documents contained therein. Pursuant to the Agreement, the Company has delivered to the Purchaser or its designee the documents for each Mortgage Loan to be purchased as set forth in the Agreement. The ownership of each Mortgage Note, Mortgage, and the contents of the Mortgage File and servicing file is vested in the Purchaser and the ownership of all records and documents with respect to the related Mortgage Loan prepared by or which come into the possession of the Company shall immediately vest in the Purchaser.

The Company confirms to the Purchaser that the representation and warranties set forth in Sections 3.01 and 3.02 of the Agreement are true and correct in all material respects as of the date hereof, and that all statements made in the Company's Officer's Certificates and all attachments thereto remain true and correct in all respects as of the date hereof, and with respect to this Mortgage Loan Package, the Company makes the following additional representations and warranties to the Purchaser, which additional representations and warranties are hereby incorporated into Section 3.02 of the Agreement:

LOAN TYPE:	FIXED AND ADJUSTABLE RATE
Cut-off Date:	November 27, 2006
Number of Mortgage Loans:	5,263
Original Principal Balance:	\$1,052,288,417.00
Stated Principal Balance:	\$1,052,149,023.66
Weighted Average Mortgage Interest Rate:	8.2546%
Weighted Average LTV:	82.781%
Weighted Average Remaining Months to Maturity:	359 months
Adjustable Rate Mortgage Loans:	
Type:	Various
Index:	6-Month LIBOR
Weighted Average Gross Margin:	6.423%
Weighted Average Months to Next Adjustment Date:	33 months

Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Agreement.

WMC MORTGAGE CORP.  
(Company)

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_